
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): January 29, 2020

CRESCENT CAPITAL BDC, INC.
(Exact name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

814-01132
(Commission
File Number)

47-3162282
(IRS Employer
Identification No.)

11100 SANTA MONICA BLVD., SUITE 2000, LOS ANGELES, CA
(Address of Principal Executive Offices)

90025
(Zip Code)

Registrant's telephone number, including area code: (310) 235-5050
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Special Meeting of Stockholders

On January 29, 2020, Crescent Capital BDC, Inc., a Delaware corporation (the “Company”), held a special meeting of its stockholders (the “Special Meeting”) at the office of the Company located at 11100 Santa Monica Blvd, Suite 2000, Los Angeles, California 90025. The issued and outstanding shares of stock of the Company entitled to vote at the Special Meeting consisted of the 20,862,314 shares of common stock outstanding on the record date, December 9, 2019. At the Special Meeting, the Company’s stockholders voted on the following proposals and the Company’s inspector of election certified the vote tabulations indicated below.

Proposal 1

The proposal to approve the merger pursuant to the Agreement and Plan of Merger, dated as of September 27, 2019 (the “Reincorporation Plan of Merger,” and the transaction contemplated thereby, the “Reincorporation”), between the Company and Crescent Reincorporation Sub, Inc., a Maryland corporation (the “Maryland Company”), the approval of which will result in the Company’s reincorporation from the State of Delaware to the State of Maryland and being subject to the Maryland Articles of Amendment and Restatement, as described in the Company’s joint proxy statement/prospectus for the Special Meeting, was approved, based on the following votes:

FOR	AGAINST	ABSTAIN
18,662,457.146	0	0

Proposal 2

The proposal to approve the issuance of the shares of the Company’s common stock to be issued pursuant to the Agreement and Plan of Merger, dated as of August 12, 2019, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of September 27, 2019 (as so amended, the “Merger Agreement”), by and among the Company, Atlantis Acquisition Sub, Inc., a Maryland corporation and a wholly owned subsidiary of the Company, Alcentra Capital Corporation (“Alcentra”), and solely for the limited purposes set forth therein, Crescent Cap Advisors, LLC, a Delaware limited liability company (the “Advisor”), at a price below its then-current net asset value per share, if applicable, in accordance with NASDAQ listing rule requirements as described in the Company’s joint proxy statement/prospectus for the Special Meeting, was approved, based on the following votes:

FOR	AGAINST	ABSTAIN
18,662,457.146	0	0

Proposal 3

The proposal to approve the Amended and Restated Investment Advisory Agreement between the Company and the Advisor on the terms described in the Company's joint proxy statement/prospectus for the Special Meeting, was approved, based on the following votes:

FOR	AGAINST	ABSTAIN
18,662,457.146	0	0

Proposal 4

The proposal to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve Proposal 1, Proposal 2 or Proposal 3, was approved, based on the following votes:

FOR	AGAINST	ABSTAIN
18,662,457.146	0	0

Though not guaranteed, the Company expects to close the transactions contemplated by the Merger Agreement on January 31, 2020, subject to customary closing conditions, and for the Company's common stock to begin publicly trading on the NASDAQ Global Market under the symbol CCAP on February 3, 2020.

Item 7.01 Regulation FD Disclosure.

On January 30, 2020, the Company issued a press release announcing that at the Special Meeting the stockholders of the Company approved all proposals related to the pending merger transaction and that at a special meeting of the Alcentra stockholders, the Alcentra stockholders approved all proposals related to the pending merger transaction. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

The information furnished pursuant to this Item 7.01, including the related exhibit, shall not be deemed "filed" for purposes of the Exchange Act or otherwise subject to the liabilities of such section, nor shall such information or exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing by the Company with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	Press Release, dated as of January 30, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRESCENT CAPITAL BDC, INC.

Date: January 30, 2020

By: /s/ Gerhard Lombard

Name: Gerhard Lombard

Title: Chief Financial Officer



Crescent Capital BDC, Inc. Announces Stockholder Approval for Merger with Alcentra Capital Corporation

LOS ANGELES—(BUSINESS WIRE)—January 30, 2020— Crescent Capital BDC, Inc. (“Crescent BDC”) today announced that on January 29, 2020 it received stockholder approval on all proposals required in connection with the definitive merger agreement under which Crescent BDC will acquire Alcentra Capital Corporation (“Alcentra Capital”) (NASDAQ:ABDC).

100% of Crescent BDC stockholders who voted at yesterday’s meeting, representing approximately 90% of the outstanding shares, voted in favor of all proposals, including the issuance of shares to Alcentra Capital stockholders and Crescent BDC’s reincorporation from Delaware to Maryland. Crescent BDC expects to complete the reincorporation from Delaware to Maryland today.

The transaction is expected to close on January 31, 2020, subject to the satisfaction of certain other customary closing conditions. Crescent BDC’s common stock is expected to begin trading on The Nasdaq Global Market (“NASDAQ”) under the ticker symbol “CCAP” on February 3, 2020.

About Crescent BDC

Crescent BDC is a business development company that seeks to maximize the total return of its stockholders in the form of current income and capital appreciation by providing capital solutions to middle market companies with sound business fundamentals and strong growth prospects. Crescent BDC utilizes the extensive experience, origination capabilities and disciplined investment process of Crescent Capital Group LP. Crescent BDC is externally managed by Crescent Cap Advisors, a subsidiary of Crescent Capital. Crescent BDC has elected to be regulated as a business development company under the Investment Company Act of 1940. For more information about Crescent BDC, visit <http://crescentbdc.com>. However, the contents of such website are not and should not be deemed to be incorporated by reference herein.

About Crescent Capital Group

Crescent Capital is a global credit investment manager with approximately \$28 billion of assets under management. For over 25 years, the firm has focused on below investment grade credit through strategies that invest in marketable and privately originated debt securities including senior bank loans, high yield bonds, and private senior, unitranche, and junior debt securities. Crescent Capital is headquartered in Los Angeles with offices in New York, Boston, and London and more than 175 employees globally. For more information about Crescent Capital, visit www.crescentcap.com. However, the contents of such website are not and should not be deemed to be incorporated by reference herein.

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Additional Information and Where to Find It

This communication relates to a proposed business combination involving Crescent BDC and Alcentra Capital, along with related proposals for which stockholder approval has been sought (collectively, the “Proposals”). In connection with the Proposals, Crescent Reincorporation Sub, Inc. (“Crescent Capital Maryland BDC”), Alcentra Capital and Crescent BDC have filed relevant materials with the SEC, including the registration statement on Form N-14 (File No. 333-233995) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “SEC”) by Crescent Capital Maryland BDC and the Proxy Statement. The Registration Statement and Proxy Statement each contain important information about Alcentra Capital, Crescent BDC, the transactions, the Proposals and related matters. **INVESTORS AND SECURITY HOLDERS OF CRESCENT BDC AND ALCENTRA CAPITAL ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT ALCENTRA CAPITAL, CRESCENT BDC, THE PROPOSED TRANSACTIONS, THE PROPOSALS AND RELATED MATTERS.** Investors and security holders are able to obtain the Registration Statement, the Proxy Statement and other documents filed with the SEC by Crescent Capital Maryland BDC, Alcentra Capital and Crescent BDC, free of charge, from the SEC’s web site at www.sec.gov and from either Alcentra Capital’s or Crescent BDC’s web sites at www.alcentracapital.com or at www.crescentbdc.com. Investors and security holders may also obtain free copies of the Registration Statement, the Proxy Statement and other documents filed with the SEC from Crescent BDC by contacting Crescent BDC’s Investor Relations Department at bdcir@crestcap.com, or from Alcentra Capital by contacting Alcentra Capital’s Investor Relations Department at investorrelationsbdc@alcentra.com.

Participants in the Solicitation

Alcentra Capital and Crescent BDC and their respective directors, executive officers, other members of their management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed Transactions. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Alcentra Capital and Crescent BDC stockholders in connection with the proposed Transactions, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement and Registration Statement filed with the SEC. To the extent holdings of securities by any of Alcentra Capital’s or Crescent BDC’s directors or executive officers have changed since the amounts disclosed in the Proxy Statement and Registration Statement, such changes have been or will be reflected on Statements of Changes in Beneficial Ownership on Form 4 filed by such directors or executive officers, as the case may be, with the SEC. These documents may be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This communication contains “forward-looking” statements as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction between Crescent BDC and Alcentra Capital pursuant to that certain Agreement and Plan of Merger, dated as of August 12, 2019 (as amended on September 27, 2019, the “Merger Agreement”) by and among Crescent BDC, Alcentra Capital, Crescent BDC’s investment adviser, and a wholly-owned subsidiary of Crescent BDC. All statements, other than historical facts, including statements regarding the expected timing of the closing of the proposed transaction; the ability of the parties to complete the proposed transaction considering the various closing conditions; the expected benefits of the proposed transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of the combined company following completion of the proposed transaction; and any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words “may,” “will,” “should,” “potential,” “intend,” “expect,” “endeavor,” “seek,” “anticipate,” “estimate,” “overestimate,” “underestimate,” “believe,” “could,” “project,” “predict,” “continue,” “target” or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the proposed transactions, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the proposed transactions, or may require conditions, limitations or restrictions in connection with such approvals; (2) the risk that the mergers or other transactions contemplated by the Merger Agreement may not be completed in the time frame expected by Crescent BDC and Alcentra Capital or at all; (3) unexpected costs, charges or expenses resulting from the proposed transactions; (4) uncertainty of the expected financial performance of the combined company following completion of the proposed transactions; (5) uncertainty with respect to the trading levels of shares of the combined company’s common stock on NASDAQ; (6) failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the proposed transaction or integrating the businesses of Crescent BDC and Alcentra Capital; (7) the ability of the combined company to implement its business strategy; (8) difficulties and delays in achieving synergies and cost savings of the combined company; (9) inability to retain and hire key personnel; (10) the occurrence of any event that could give rise to termination of the Merger Agreement; (11) the risk that stockholder litigation in connection with the proposed transactions may affect the timing or occurrence of the contemplated merger or result in significant costs of defense, indemnification and liability; (12) evolving legal, regulatory and tax regimes; (13) changes in laws or regulations or interpretations of current laws and regulations that would impact Crescent BDC’s classification as a business development company; and (14) changes in general economic and/or industry specific conditions. Some of these factors are enumerated in the filings Crescent Capital Maryland BDC, Crescent BDC and Alcentra Capital have made with the SEC.

The inclusion of forward-looking statements should not be regarded as a representation that any plans, estimates or expectations will be achieved. Any forward-looking statements speak only as of the date of this communication. Except as required by federal securities laws, none of Crescent Capital Maryland BDC, Crescent BDC and Alcentra Capital undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information or development, future events or otherwise. Readers are cautioned not to place undue reliance on any of these forward-looking statements.